

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

NATIONAL INDEMNITY COMPANY,

Plaintiffs,

vs.

GREENWICH STREET INVESTMENTS II,
L.L.C., GREENWICH STREET CAPITAL
PARTNERS II, L.P., DP HOLDINGS L.L.C.,
DUKES PLACE HOLDINGS L.L.C., DUKES
PLACE HOLDINGS LTD., DUKES PLACE
HOLDINGS, L.P., ENSTAR GROUP LTD., and
ENSTAR (US) INC.,

Defendants.

Civil Action No. 08-CV-4067

**MOTION TO ADMIT
COUNSEL PRO HAC VICE**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States
District Courts for the Southern and Eastern Districts of New York, I, John R. Vales, a
member in good standing of the bar of this Court, hereby move for an Order allowing
the admission *pro hac vice* of:

Shawn L. Kelly, Esq.
Riker Danzig Scherer Hyland Perretti LLP
Headquarters Plaza
One Speedwell Avenue
Morristown, New Jersey 07962-1981
Phone: (973) 451-8555
Fax: (973) 451-8670

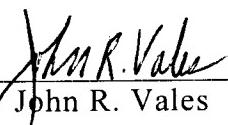
Shawn L. Kelly, Esq. is a member in good standing of the Bar of the State
of New Jersey. There are no pending disciplinary proceedings against Shawn L. Kelly,
Esq. in any State or Federal court.

JUL 30 2008
NY 925-655582

Dated: July 29, 2008
New York, New York

Respectfully submitted,

By:


John R. Vales

RIKER DANZIG SCHERER HYLAND &
PERRETTI LLP
500 Fifth Avenue, 49th Floor
New York, New York 10110
(212) 302-6574

Attorneys for Defendants Greenwich Street Investments II, L.L.C., Greenwich Street Capital Partners II, L.P., DP Holdings L.L.C., Dukes Place holdings L.L.C., Dukes Place Holdings Ltd., Dukes Place Holdings, L.P., Enstar Group Ltd., and Enstar (US) Inc.

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Defendants.

Civil Action No. 08-CV-4067

**AFFIDAVIT OF JOHN R. VALES,
ESQ. IN SUPPORT OF MOTION
TO ADMIT COUNSEL
PRO HAC VICE**

JOHN R. VALES, being duly sworn, hereby deposes and says as follows:

1. I am a Partner at Riker Danzig Scherer Hyland Perretti LLP, counsel for Defendants in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendants' motion to admit Shawn L. Kelly, Esq. as counsel *pro hac vice* to represent Defendants in this matter.

2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in New York in July 2006. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. I have known Shawn L. Kelly, Esq. since January 2002.

4. Mr. Kelly is a Partner at Riker Danzig Scherer Hyland Perretti LLP, Morristown, New Jersey.

5. I have found Mr. Kelly to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.

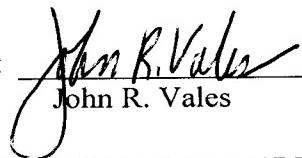
6. Accordingly, I am pleased to move the admission of Shawn L. Kelly, Esq., *pro hac vice*.

7. I respectfully submit herewith a proposed order granting the admission of Shawn L. Kelly, Esq., *pro hac vice*.

WHEREFORE it is respectfully requested that the motion to admit Shawn L. Kelly, Esq., *pro hac vice*, to represent Defendants in the above-captioned matter, be granted.

Dated: July 29, 2008
New York, New York

Respectfully submitted,

By: 
John R. Vales

RIKER DANZIG SCHERER HYLAND &
PERRETTI LLP
500 Fifth Avenue, 49th Floor
New York, New York 10110
(212) 302-6574

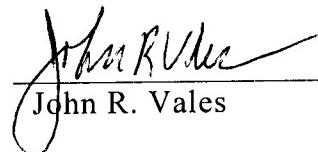
Attorneys for Defendants Greenwich Street Investments II, L.L.C., Greenwich Street Capital Partners II, L.P., DP Holdings L.L.C., Dukes Place holdings L.L.C., Dukes Place Holdings Ltd., Dukes Place Holdings, L.P., Enstar Group Ltd., and Enstar (US) Inc.

CERTIFICATION

A copy of the foregoing motion, Affidavit of John R. Vales, Esq., Certificate of Good Standing and proposed Order For Admission Pro Hac Vice are being served upon counsel for plaintiffs via electronic mail this 29th day of July 2008:

Michael A. Knoerzer, Esq.
CLYDE & CO US LLP
The Chrysler Building
405 Lexington Avenue, 11th Floor
New York, New York 10174

John M. Nonna, Esq.
DEWEY & LEBOEUF, LLP
1301 Avenue of the Americas
New York, New York 10119



John R. Vales

Supreme Court of New Jersey

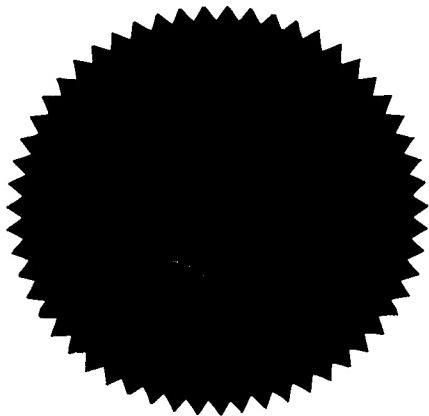


Certificate of Good Standing

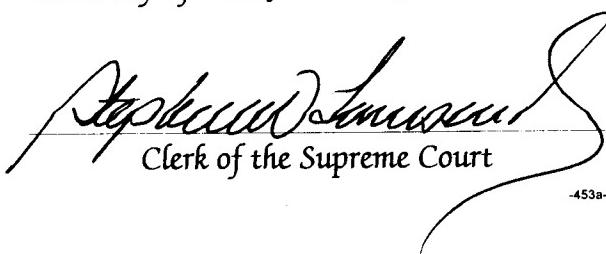
This is to certify that **SHAWN L KELLY**
(No. **013621978**) was constituted and appointed an Attorney at Law of New Jersey on **December 06, 1978** and, as such, has been admitted to practice before the Supreme Court and all other courts of this State as an Attorney at Law, according to its laws, rules, and customs.

I further certify that as of this date, the above-named is an Attorney at Law in Good Standing. For the purpose of this Certificate, an attorney is in "Good Standing" if the Court's records reflect that the attorney: 1) is current with all assessments imposed as a part of the filing of the annual Attorney Registration Statement, including, but not limited to, all obligations to the New Jersey Lawyers' Fund for Client Protection; 2) is not suspended or disbarred from the practice of law; 3) has not resigned from the Bar of this State; and 4) has not been transferred to Disability Inactive status pursuant to Rule 1:20-12.

Please note that this Certificate does not constitute confirmation of an attorney's satisfaction of the administrative requirements of Rule 1:21-1(a) for eligibility to practice law in this State.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Supreme Court, at Trenton, this
22ND day of July , 20 08


Stephen J. Cammilleri
Clerk of the Supreme Court

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

NATIONAL INDEMNITY COMPANY,

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DUKES PLACE HOLDINGS L.L.C., DUKES
PLACE HOLDINGS LTD., DUKES PLACE
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ENSTAR (US) INC.,

Defendants.

Civil Action No. 08-CV-4067

**ORDER ADMITTING
COUNSEL *PRO HAC VICE***

Upon motion of John R. Vales, attorney for Defendants, and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Shawn L. Kelly, Esq.
Riker Danzig Scherer Hyland Perretti LLP
Headquarters Plaza
One Speedwell Avenue
Morristown, New Jersey 07962-1981
Phone: (973) 451-8555
Fax: (973) 451-8670

is admitted to practice *pro hac vice* for Defendants in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case

Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated:

City, State:

U.S.D.J.

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